

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

INTEGRATED HEALTH SERVICES OF
CLIFF MANOR, INC., INTEGRATED
HEALTH SERVICES AT RIVERBEND,
INTEGRATED HEALTH SERVICES AT
SOMERSET VALLEY, INC., ALPINE
MANOR, INC., BRIARCLIFF NURSING
HOME, INC., INTEGRATED HEALTH
GROUP, INC., SPRING CREEK OF IHS,
INC., FIRELANDS OF IHS, INC., ELM
CREEK OF IHS, INC. and IHS LONG
TERM CARE SERVICES, INC.,

Plaintiffs,

v.

THCI COMPANY LLC,

Defendant,

and,

ABE BRIARWOOD CORPORATION
and JOHN DOES 1-10,

Additional Counterclaim Defendants.

Case No. 1:04-910-GMS

MOTION BY PHARMERICA, INC. FOR INTERVENTION

Non-Party Intervenor PharMerica, Inc. (“PharMerica”), by and through its undersigned attorneys, hereby moves pursuant to Rule 24 of the Federal Rules of Civil Procedure for an order granting intervention to.

PharMerica has an interest relating to property at issue in this action – specifically, accounts receivable (the “Collateral”) of the facilities that the Plaintiffs have transferred to the Defendant. PharMerica is so situated that disposition of this action will irreparably harm

PharMerica and affect PharMerica's rights in and to the Collateral, property that is currently before this Court. PharMerica will, as a practical matter, be impaired and impeded from protecting its interest in the Collateral unless intervention of PharMerica is granted.

An imminent threat to PharMerica's rights to the Collateral is presented by the Motion by THCI Company, LLC ("THCI") To Enforce the Stipulation and Order of Settlement and Dismissal (the "Enforcement Motion") [Docket No. 206]. The Stipulation and Order of Settlement and Dismissal – obtained without any notice to PharMerica – expressly refers to the property (the Collateral) that is subject to PharMerica's security interest. Accordingly, PharMerica's Intervention Motion was also submitted as a Response in Opposition to the Enforcement Motion.

In support of its Intervention Motion, PharMerica respectfully submits the following:

1. Opening Brief of PharMerica, Inc. in Support of its Motion for Intervention and Answering Brief in Opposition to Motion by THCI Company, LLC To Enforce the Stipulation and Order of Settlement and Dismissal.
2. Declaration of Peter L. Frattarelli.
3. Intervention Complaint by Pharmerica, Inc.
4. Statement Pursuant to Local Civil Rule 7.1.1.
5. Application by PharMerica, Inc. for Oral Argument of its Motion for Intervention.

Dated: April 20, 2007
Wilmington, Delaware

ARCHER & GREINER, P.C.

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